



THOMAS D. MARION
TREASURER

2-265A012

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

September 17, 1992

Recorrelation-17709-B
SEP 21 1992 10 24 AM

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2
dated as of August 31, 1992, a secondary document
supplementing the Manufacturing Agreement dated
as of February 7, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, TX 75207

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
100-ton center-beam flatcars	FBC	25	TTZX	84350-84374

SEP 21 10 24 AM '92
CHOICE OPERATING UNIT

Sidney L. Strickland, Jr.

September 17, 1992

Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

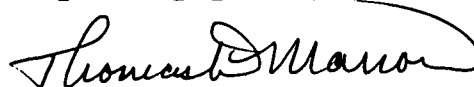
- 1) Manufacturing Agreement dated February 7, 1992, recorded on February 20, 1992, recordation number 17709.
- 2) Manufacturing Agreement Supplement No. 1, dated March 25, 1992, recorded on April 10, 1992, recordation number 17709-A.

A short summary of this Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 25 100-ton center-beam flatcars numbered 84350-84374".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

17709-b

Interstate Commerce Commission
Washington, D.C. 20423

9/22/92

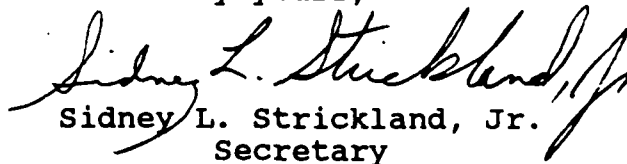
OFFICE OF THE SECRETARY

Thomas D. Marion-Treasurer
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/21/92 at 10:30AM , and assigned recordation number(s). 17709-B and 17732-D.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of August 31, 1992, between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company").

SEP 21 1992 11:00 AM
B
RECORDATION 17709

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 7, 1992 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.

By: W. C. Dewby, U.P. Int. Car Sales

(Corporate Seal)

ATTESTATION:

Neil D. Shoy
Assistant Secretary

TTX COMPANY

By: [Signature]
Vice President &
Chief Financial Officer

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS) SS.:

On this 1ST day of September 1992, before me personally appeared WC Newby, to me personally known, who, being by me duly sworn, says that he is a Vice President Freight Car Sales of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Karen K. Gough
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 1ST day of September, 1992, before me personally appeared Robert E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President & Chief Financial Officer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
Jane M. Congram
Notary Public, State of Illinois
My Commission Expires 5/8/95

Jane M. Congram
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

TRINITY INDUSTRIES, INC.
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	25	84350-84374			September '92	T-4091-F

Item 2: March 31, 1993

Item 3: To be determined.

Item 4: 205 Euclid Avenue
Michigan City, IN 46360

* 100-ton Center-Beam flatcars. TTX General Specification No. 68-43-011586, revised October 1, 1991 and TTX Supplemental Specification for 73 ft., 100-t Center Beam flatcars No. 68-43-091586 revised May 10, 1991. Trinity Specification F-7012